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RECORDATION NO.

25450-A
FILED

MAR 02 '05

12:34 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

March 2, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 2, dated as of March 1, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 1 previously filed with the Board under Recordation Number 25450.

The names and addresses of the parties to the enclosed document are:

Lessor:	General Electric Railcar Services Corporation 161 North Clark Street, 7 th Floor Chicago, Illinois 60601
Lessee:	NRG Power Marketing Inc. 211 Carnegie Center Princeton, New Jersey 08540

Mr. Vernon A. Williams
March 2, 2005
Page 2

A description of the railroad equipment covered by the enclosed document is:

120 GRL Coal Gondola railcars: PNJX 50120 -- PNJX 50239

A short summary of the document to appear in the index is:

Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 2.

Also enclosed is a check in the amount of \$32.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

R. NO. 25450-A FILED

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EXECUTION COPY

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF
RAILROAD CAR FULL SERVICE MASTER LEASING AGREEMENT
AND RIDER NO. 2

This Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 1 is made and entered by and between General Electric Railcar Services Corporation (hereinafter referred to as "Lessor") and NRG Power Marketing Inc. (hereinafter referred to as "Lessee"), respecting that certain Railroad Car Full Service Master Leasing Agreement, dated as of February 18, 2005, between Lessor and Lessee (as supplemented, the "Master Lease") and that certain Rider No. 2, dated as of March 1, 2005, between Lessor and Lessee (the "Rider").

Pursuant to the provisions of the Master Lease and the Rider, Lessor and Lessee hereby affirm and acknowledge that:

1. For good and valuable consideration, Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain railroad equipment bearing reporting marks and road numbers as listed on Exhibit A attached hereto, subject to the terms of the Master Lease and Rider.

2. Lessor and Lessee further acknowledge and affirm that this Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 2 is not a summary of the Master Lease and the Rider nor a complete recitation of the terms and provisions thereof. Accordingly, Lessor and Lessee hereby agree that in the event of a conflict between this Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 2 and the provisions of the Master Lease and the Rider, the provisions of the Master Lease and the Rider shall control.

3. This Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 2 is prepared only for the public record and is being recorded with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301(a) and with the Register General of Canada pursuant to Section 105 of the Canada Transportation Act (Canada).

[signature page follows]

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate or limited partnership authority, has caused this Memorandum of Railroad Car Full Service Master Leasing Agreement and Rider No. 2 to be duly executed in its corporate or limited partnership name by its officers or partners, thereunto duly authorized, all as of March 1, 2005.

LESSOR:

GENERAL ELECTRIC RAILCAR
SERVICES CORPORATION

By: 

Name: James N. Mudey

Title: Vice President

LESSEE:

NRG POWER MARKETING INC.

By: 

Name: Erschel C. Redd Jr.

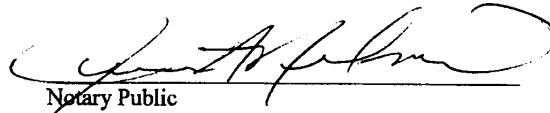
Title: Chairman, President and CEO
NRG Power Marketing Inc.

STATE OF ILLINOIS)

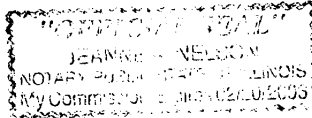
COUNTY OF Cook)

SS:

On this 1st day of March, 2005, before me personally appeared James N. Mudgey to me personally known, who being duly sworn, stated that he/she is Vice President of General Electric Railcar Services Corporation, that said instrument was signed on behalf of said corporation by authority of its board of directors or equivalent governing body, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

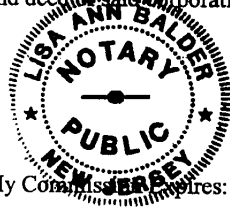
My Commission Expires:



STATE OF New Jersey)
COUNTY OF Mercer)

SS:

On this 15th day of March, 2005, before me personally appeared Ershel C. Redd, Jr., to me personally known, who being duly sworn, stated that he is Chairman, President and CEO of NRG Power Marketing Inc., that said instrument was signed on behalf of said corporation by authority of its board of directors or equivalent governing body, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Lisa A Balder
Notary Public

My Commission Expires: 11/23/2009

EXHIBIT A

Unit Count	AAR Reporting Mark	Car Type	Manufacturer
1	PNJX 50120	Aluminum Bethgon II Coal Car	Johnstown America
2	PNJX 50121	Aluminum Bethgon II Coal Car	Johnstown America
3	PNJX 50122	Aluminum Bethgon II Coal Car	Johnstown America
4	PNJX 50123	Aluminum Bethgon II Coal Car	Johnstown America
5	PNJX 50124	Aluminum Bethgon II Coal Car	Johnstown America
6	PNJX 50125	Aluminum Bethgon II Coal Car	Johnstown America
7	PNJX 50126	Aluminum Bethgon II Coal Car	Johnstown America
8	PNJX 50127	Aluminum Bethgon II Coal Car	Johnstown America
9	PNJX 50128	Aluminum Bethgon II Coal Car	Johnstown America
10	PNJX 50129	Aluminum Bethgon II Coal Car	Johnstown America
11	PNJX 50130	Aluminum Bethgon II Coal Car	Johnstown America
12	PNJX 50131	Aluminum Bethgon II Coal Car	Johnstown America
13	PNJX 50132	Aluminum Bethgon II Coal Car	Johnstown America
14	PNJX 50133	Aluminum Bethgon II Coal Car	Johnstown America
15	PNJX 50134	Aluminum Bethgon II Coal Car	Johnstown America
16	PNJX 50135	Aluminum Bethgon II Coal Car	Johnstown America
17	PNJX 50136	Aluminum Bethgon II Coal Car	Johnstown America
18	PNJX 50137	Aluminum Bethgon II Coal Car	Johnstown America
19	PNJX 50138	Aluminum Bethgon II Coal Car	Johnstown America
20	PNJX 50139	Aluminum Bethgon II Coal Car	Johnstown America
21	PNJX 50140	Aluminum Bethgon II Coal Car	Johnstown America
22	PNJX 50141	Aluminum Bethgon II Coal Car	Johnstown America
23	PNJX 50142	Aluminum Bethgon II Coal Car	Johnstown America
24	PNJX 50143	Aluminum Bethgon II Coal Car	Johnstown America
25	PNJX 50144	Aluminum Bethgon II Coal Car	Johnstown America
26	PNJX 50145	Aluminum Bethgon II Coal Car	Johnstown America
27	PNJX 50146	Aluminum Bethgon II Coal Car	Johnstown America
28	PNJX 50147	Aluminum Bethgon II Coal Car	Johnstown America
29	PNJX 50148	Aluminum Bethgon II Coal Car	Johnstown America
30	PNJX 50149	Aluminum Bethgon II Coal Car	Johnstown America
31	PNJX 50150	Aluminum Bethgon II Coal Car	Johnstown America
32	PNJX 50151	Aluminum Bethgon II Coal Car	Johnstown America
33	PNJX 50152	Aluminum Bethgon II Coal Car	Johnstown America
34	PNJX 50153	Aluminum Bethgon II Coal Car	Johnstown America
35	PNJX 50154	Aluminum Bethgon II Coal Car	Johnstown America
36	PNJX 50155	Aluminum Bethgon II Coal Car	Johnstown America
37	PNJX 50156	Aluminum Bethgon II Coal Car	Johnstown America
38	PNJX 50157	Aluminum Bethgon II Coal Car	Johnstown America
39	PNJX 50158	Aluminum Bethgon II Coal Car	Johnstown America
40	PNJX 50159	Aluminum Bethgon II Coal Car	Johnstown America

Unit Count	AAR Reporting Mark		Car Type	Manufacturer
41	PNJX	50160	Aluminum Bethgon II Coal Car	Johnstown America
42	PNJX	50161	Aluminum Bethgon II Coal Car	Johnstown America
43	PNJX	50162	Aluminum Bethgon II Coal Car	Johnstown America
44	PNJX	50163	Aluminum Bethgon II Coal Car	Johnstown America
45	PNJX	50164	Aluminum Bethgon II Coal Car	Johnstown America
46	PNJX	50165	Aluminum Bethgon II Coal Car	Johnstown America
47	PNJX	50166	Aluminum Bethgon II Coal Car	Johnstown America
48	PNJX	50167	Aluminum Bethgon II Coal Car	Johnstown America
49	PNJX	50168	Aluminum Bethgon II Coal Car	Johnstown America
50	PNJX	50169	Aluminum Bethgon II Coal Car	Johnstown America
51	PNJX	50170	Aluminum Bethgon II Coal Car	Johnstown America
52	PNJX	50171	Aluminum Bethgon II Coal Car	Johnstown America
53	PNJX	50172	Aluminum Bethgon II Coal Car	Johnstown America
54	PNJX	50173	Aluminum Bethgon II Coal Car	Johnstown America
55	PNJX	50174	Aluminum Bethgon II Coal Car	Johnstown America
56	PNJX	50175	Aluminum Bethgon II Coal Car	Johnstown America
57	PNJX	50176	Aluminum Bethgon II Coal Car	Johnstown America
58	PNJX	50177	Aluminum Bethgon II Coal Car	Johnstown America
59	PNJX	50178	Aluminum Bethgon II Coal Car	Johnstown America
60	PNJX	50179	Aluminum Bethgon II Coal Car	Johnstown America
61	PNJX	50180	Aluminum Bethgon II Coal Car	Johnstown America
62	PNJX	50181	Aluminum Bethgon II Coal Car	Johnstown America
63	PNJX	50182	Aluminum Bethgon II Coal Car	Johnstown America
64	PNJX	50183	Aluminum Bethgon II Coal Car	Johnstown America
65	PNJX	50184	Aluminum Bethgon II Coal Car	Johnstown America
66	PNJX	50185	Aluminum Bethgon II Coal Car	Johnstown America
67	PNJX	50186	Aluminum Bethgon II Coal Car	Johnstown America
68	PNJX	50187	Aluminum Bethgon II Coal Car	Johnstown America
69	PNJX	50188	Aluminum Bethgon II Coal Car	Johnstown America
70	PNJX	50189	Aluminum Bethgon II Coal Car	Johnstown America
71	PNJX	50190	Aluminum Bethgon II Coal Car	Johnstown America
72	PNJX	50191	Aluminum Bethgon II Coal Car	Johnstown America
73	PNJX	50192	Aluminum Bethgon II Coal Car	Johnstown America
74	PNJX	50193	Aluminum Bethgon II Coal Car	Johnstown America
75	PNJX	50194	Aluminum Bethgon II Coal Car	Johnstown America
76	PNJX	50195	Aluminum Bethgon II Coal Car	Johnstown America
77	PNJX	50196	Aluminum Bethgon II Coal Car	Johnstown America
78	PNJX	50197	Aluminum Bethgon II Coal Car	Johnstown America
79	PNJX	50198	Aluminum Bethgon II Coal Car	Johnstown America
80	PNJX	50199	Aluminum Bethgon II Coal Car	Johnstown America

Unit Count	AAR Reporting Mark		Car Type	Manufacturer
81	PNJX	50200	Aluminum Bethgon II Coal Car	Johnstown America
82	PNJX	50201	Aluminum Bethgon II Coal Car	Johnstown America
83	PNJX	50202	Aluminum Bethgon II Coal Car	Johnstown America
84	PNJX	50203	Aluminum Bethgon II Coal Car	Johnstown America
85	PNJX	50204	Aluminum Bethgon II Coal Car	Johnstown America
86	PNJX	50205	Aluminum Bethgon II Coal Car	Johnstown America
87	PNJX	50206	Aluminum Bethgon II Coal Car	Johnstown America
88	PNJX	50207	Aluminum Bethgon II Coal Car	Johnstown America
89	PNJX	50208	Aluminum Bethgon II Coal Car	Johnstown America
90	PNJX	50209	Aluminum Bethgon II Coal Car	Johnstown America
91	PNJX	50210	Aluminum Bethgon II Coal Car	Johnstown America
92	PNJX	50211	Aluminum Bethgon II Coal Car	Johnstown America
93	PNJX	50212	Aluminum Bethgon II Coal Car	Johnstown America
94	PNJX	50213	Aluminum Bethgon II Coal Car	Johnstown America
95	PNJX	50214	Aluminum Bethgon II Coal Car	Johnstown America
96	PNJX	50215	Aluminum Bethgon II Coal Car	Johnstown America
97	PNJX	50216	Aluminum Bethgon II Coal Car	Johnstown America
98	PNJX	50217	Aluminum Bethgon II Coal Car	Johnstown America
99	PNJX	50218	Aluminum Bethgon II Coal Car	Johnstown America
100	PNJX	50219	Aluminum Bethgon II Coal Car	Johnstown America
101	PNJX	50220	Aluminum Bethgon II Coal Car	Johnstown America
102	PNJX	50221	Aluminum Bethgon II Coal Car	Johnstown America
103	PNJX	50222	Aluminum Bethgon II Coal Car	Johnstown America
104	PNJX	50223	Aluminum Bethgon II Coal Car	Johnstown America
105	PNJX	50224	Aluminum Bethgon II Coal Car	Johnstown America
106	PNJX	50225	Aluminum Bethgon II Coal Car	Johnstown America
107	PNJX	50226	Aluminum Bethgon II Coal Car	Johnstown America
108	PNJX	50227	Aluminum Bethgon II Coal Car	Johnstown America
109	PNJX	50228	Aluminum Bethgon II Coal Car	Johnstown America
110	PNJX	50229	Aluminum Bethgon II Coal Car	Johnstown America
111	PNJX	50230	Aluminum Bethgon II Coal Car	Johnstown America
112	PNJX	50231	Aluminum Bethgon II Coal Car	Johnstown America
113	PNJX	50232	Aluminum Bethgon II Coal Car	Johnstown America
114	PNJX	50233	Aluminum Bethgon II Coal Car	Johnstown America
115	PNJX	50234	Aluminum Bethgon II Coal Car	Johnstown America
116	PNJX	50235	Aluminum Bethgon II Coal Car	Johnstown America
117	PNJX	50236	Aluminum Bethgon II Coal Car	Johnstown America
118	PNJX	50237	Aluminum Bethgon II Coal Car	Johnstown America
119	PNJX	50238	Aluminum Bethgon II Coal Car	Johnstown America
120	PNJX	50239	Aluminum Bethgon II Coal Car	Johnstown America

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

3/2/05



Robert W. Alvord